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SUBLEASE ASSIGNMENT AGREEMENT INTERSTATE COMMERCE COMMISSION

SUBLEASE ASSIGNMENT AGREEMENT dated as of December 27, 1972, between AUTO-TRAIN CORPORATION, a Florida corporation, having a place of business at 1801 K Street, N.W., Washington D. C. 20006 (hereinafter called "Assignor"), and Continental Illinois Leasing Corporation, having a place of business at 231 South LaSalle Street, Chicago, Illinois 60693 (hereinafter called "Assignee").

W I T N E S S E T H:

WHEREAS, Assignor has entered into a Sublease Agreement with Louisville and Nashville Railroad Company (hereinafter called "L&N") as of the date hereof and, pursuant to the terms of paragraph 15(b) of the Equipment Lease Agreement entered into between Assignor and Assignee on the date hereof, Assignor is obligated to assign all of its rights under said Sublease Agreement to Assignee;

NOW, THEREFORE, in consideration of the mutual covenants hereinafter contained and contained in the Equipment Lease Agreement:

1. Assignor does hereby assign to Assignee all of Assignor's rights under the Sublease Agreement, including

specifically Assignor's right to receive rent pursuant to paragraph 3 thereof.

2. Assignor does hereby give to Assignee all necessary power and authority to endorse negotiable instruments and do such other acts in the name of Assignor as may reasonably be necessary in order for Assignee to collect the rents and otherwise enjoy the rights assigned hereunder.

3. Assignor hereby agrees that the assignment pursuant to paragraph 1 hereof and the authorization under paragraph 2 hereof are for the purpose of securing performance of Assignor's obligations under the Equipment Lease Agreement and are, therefore, coupled with an interest. Neither such assignment nor such authorizations may be rescinded or revoked by Assignor without the written agreement of Assignee.

IN WITNESS WHEREOF, the parties hereto have caused this Sublease Assignment Agreement to be duly executed this 27th day of December, 1972.

AUTO-TRAIN CORPORATION (Assignor)

By Richard W. Tolbert  
Executive Vice President

CONTINENTAL ILLINOIS  
LEASING CORPORATION (Assignee)

By John Bein  
Second Vice President